

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*¹,

Debtors.

Chapter 11

Case No.: 24-12480 (JTD)

(Joint Administration Requested)

NOTICE OF APPEARANCE AND REQUEST FOR NOTICES

PLEASE TAKE NOTICE, that the undersigned counsel hereby enter their appearance for Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc. (hereinafter, the “Landlords”), pursuant to section 1109(b) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.*, Rules 2002, 3017, 9007 and 9010(b) of the Federal Rules of Bankruptcy Procedure and Rule 2002-1(d) of the Local Rules of Bankruptcy Practice and

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising , LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Procedure of the United States Bankruptcy Court for the District of Delaware, and request that copies of all pleadings, motions, notices and other papers filed or served in this bankruptcy case, be served upon the Landlords through their undersigned counsel, as follows:

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PLEASE TAKE FURTHER NOTICE, that the foregoing request includes, without limitation, all orders, notices, applications, motions, petitions, pleadings, requests, complaints, demands, replies, answers, schedules of assets and liabilities, statements of financial affairs, operating reports, plans of reorganization, and disclosure statements, whether formal or informal, and whether transmitted or conveyed by mail, hand delivery, telephone, telegraph, telex, facsimile, or otherwise.

PLEASE TAKE FURTHER NOTICE that neither this *Notice of Appearance and Request for Notices* nor any subsequent appearance, pleading, claim, or suit is intended or shall be deemed or construed to constitute a waiver of any substantive or procedural right of the Landlords including, without limitation, (i) the right to have final orders in non-core matters entered only after *de novo* review by the United States District Court for the District of Delaware (the “District Court”), (ii) the right to trial by jury in any proceeding related to this case or any case, controversy, or proceeding related to this case, (iii) the right to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, (iv) the right to have any matter

in which this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution heard by the District Court, or (v) any other rights, claims, actions, defenses, setoffs, or recoupments to which the Landlords are or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly reserved. Unless and until Landlords expressly state otherwise, Landlords do not consent to the entry of final orders or judgments by this Court if it is determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

Dated: November 4, 2024
Wilmington, Delaware

/s/ Leslie C. Heilman

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